GOODRICH CORP
Form 4
January 03, 2003

| **FORM 4** | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB APPROVAL |
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_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* **Creel, Diane C.** (Last) (First) (Middle) **100 West Broadway, Suite 5000** (Street) **Long Beach**, CA 90802-4443 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol **Goodrich Corporation - GR** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year **01/02/03** 5. If Amendment, Date of Original (Month/Day/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) **X** Director _ 10% Owner _ Officer (give title below) _ Other (specify below) 7. Individual or Joint/Group Filing (Check Applicable Line) **X** Form filed by One Reporting Person _ Form filed by More than One Reporting Person |
|---|---|---|---|

**Table I    Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| **Phantom Stock Dividend** | 01/02/03 | | A | | 39.6838 | A | 18.755 | | | |
| **Phantom Stock** | 01/02/03 | | A | | 333.2445 | A | 18.755 | 4094.2907[(1)] | D | |
| **Common Stock** | | | | | | | | 206 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued)    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conver-sion or Exercise | 3. Transaction Date | 3A. Deemed Execution | 4. Trans-action | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Owner-ship | 11. Nature of Indirect Beneficial |
|---|---|---|---|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | (Month/ Day/ Year) | Date, if any (Month/ Day/ Year) | Code (Instr. 8) | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | (Month/Day/ Year) | | Securities (Instr. 3 & 4) | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownersh (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | | | | |
| **Phantom Stock Dividend** | **1-for-1** | 01/02/03 | | **A** | | **70.9821** | | (2) | (2) | **Common Stock** | **70.9821** | | **6,727.3160** | **D** | |

Explanation of Responses:

(1) The phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and are to be settled in stock only upon the reporting person's retirement.
(2) The phantom stock units were accrued under Goodrich Corporation's Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

By: /s/ **Diane C. Creel**          **01/03/03**
**Diane C. Creel**                    Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
    If space is insufficient, See Instruction 6 for procedure.

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